

APPENDIX 1

**Innofone.com, Incorporated
1431 Ocean Avenue, Suite 1500
Santa Monica, CA 90401
Attention: Alex Lightman
Facsimile: 310-458-2844**

**EXHIBIT D
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EXHIBIT I

EXERCISE AGREEMENT

To:

Dated:

The undersigned, pursuant to the provisions set forth in the attached Warrant (Warrant No. _____), hereby irrevocably subscribes for the purchase of _____ shares of the Warrant Stock covered by such Warrant and makes payment herewith in full therefor at the price per share provided by such Warrant. The undersigned requests that a certificate for such shares be issued in the name of [the undersigned] and be delivered to [the undersigned] at the address stated below. The undersigned further requests that, if the number of shares subscribed for herein shall not be all of the shares purchasable hereunder, that a new Warrant of like tenor for the balance of the shares purchasable hereunder be delivered to [the undersigned].

Signature _____

Address _____

EXHIBIT II

FORM OF CASHLESS EXERCISE

To:

Dated:

The undersigned hereby irrevocably elects a Cashless Exercise of the Warrant represented by the attached Warrant (Warrant No. _____) to purchase the shares of Common Stock issuable upon the exercise in accordance with Section 2(b)(ii) of the Warrant and requests that certificates for such shares be issued in the name of:

Please insert social security or other identifying number

(Please print name and address)

If such number of Warrants shall not be all the Warrants evidenced by the Warrant, a new Warrant for the balance remaining of such Warrant shall be registered in the name of and delivered to:

Please insert social security or other identifying number

(Please print name and address)

Dated: _____,

(i) Signature

(Signature must conform in all respects to name of holder as specified on the face of this Warrant Certificate)

EXHIBIT III

FORM OF ASSIGNMENT

**FOR VALUE RECEIVED, _____ hereby sells, assigns and transfers all of the rights of
the undersigned under the attached Warrant (Warrant No. _____) with respect to the
number of shares of the Warrant Stock covered thereby set forth below, unto:**

Name of Assignee

Address

No. of Shares

Dated:

Signature _____

Witness _____

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